

BALL JANIK LLP

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OF COUNSEL  
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SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

December 28, 2001

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 28, 2001. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Key Equipment Finance, a Division of Key Corporate Capital, Inc.  
66 South Pearl Street  
Albany, NY 12201

Lessee:

Elgin, Joliet and Eastern Railway Company  
Union Railroad Company, *Lake Terminal Railroad Company* 257  
Birmingham Southern Railroad Company  
McKeesport Connecting Railroad Company  
1141 Maple Road  
Joliet, IL 60432

A description of the equipment covered by the Memorandum of Lease Agreement consists of 87 cars numbered EJE 4131-4199, inclusive, 4350-4355, inclusive, and 4357-4368, inclusive.

BALL JANIK LLP

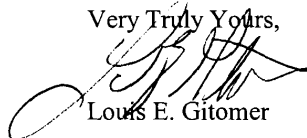
Honorable Vernon A. Williams  
December 28, 2001  
Page 2

A fee of \$ 28.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Key Equipment Finance, a Division of Key Corporate Capital, Inc., 66 South Pearl Street, Albany, NY 12201, and Elgin, Joliet and Eastern Railway Company, Lake Terminal Union Railroad Company, Birmingham Southern Railroad Company, McKeesport Connecting Railroad Company, 1141 Maple Road, Joliet, IL 60432, covering 87 cars numbered EJE 4131-4199, inclusive, 4350-4355, inclusive, and 4357-4368, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

*Lake Terminal  
Railroad  
Company*

~~SECRET~~ 23796

DEC 28 '01

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 28, 2001

between

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY, UNION  
RAILROAD COMPANY, THE LAKE TERMINAL RAILROAD COMPANY,  
BIRMINGHAM SOUTHERN RAILROAD COMPANY AND MCKEESPORT  
CONNECTING RAILROAD COMPANY  
as Lessee,

and

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE  
CAPITAL INC.  
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on \_\_\_\_\_, 2001 at \_\_:\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 26, 2001 by and between KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC. ("Lessor"), and ELGIN, JOLIET AND EASTERN RAILWAY COMPANY, UNION RAILROAD COMPANY, BIRMINGHAM SOUTHERN RAILROAD COMPANY AND MCKEESPORT CONNECTING RAILROAD COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Railcar and Locomotive Lease Agreement dated December 21, 2001 and Schedule No. 4, thereto, and incorporating the terms thereof, dated as of December \_\_\_\_, 2001 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

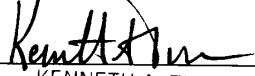
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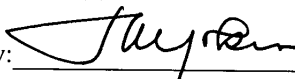
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

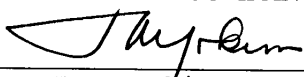
KEY EQUIPMENT FINANCE, A DIVISION OF  
KEY CORPORATE CAPITAL INC.

By:   
Name: KENNETH A. TURNER  
Title: SENIOR VICE PRESIDENT

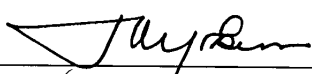
ELGIN, JOLIET AND EASTERN RAILWAY  
COMPANY

By:   
Name: J.A. Yokim  
Title: VP-Finance and Treasurer

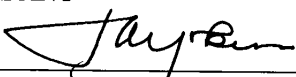
UNION RAILROAD COMPANY

By:   
Name: J.A. Yokim  
Title: VP-Finance and Treasurer


THE LAKE TERMINAL RAILROAD COMPANY

By:   
Name: J.A. Yokim  
Title: VP-Finance and Treasurer

BIRMINGHAM SOUTHERN RAILROAD  
COMPANY

By:   
Name: J.A. Yokim  
Title: VP-Finance and Treasurer

MCKEESPORT CONNECTING RAILROAD  
COMPANY

By:   
Name: J.A. Yokim  
Title: VP-Finance and Treasurer

v

STATE OF New York )  
Albany ) ss.  
COUNTY OF BALTIMORE )

On this 27<sup>th</sup> day of December, 2001 before me appeared Kenneth A. Turner, the person who signed this instrument, who acknowledged that he/she is the Senior Vice President of KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC. and that, being duly authorized, he/she signed such instrument as a free act on behalf of said corporation.

[Seal]

James M. Kresge  
Notary Public

My commission expires:

April 1, 02

JAMES M. KRESGE  
Notary Public, State of New York  
No. 01KR505845  
Qualified in Albany County  
Commission Expires April 1, 2002

STATE OF Pennsylvania )  
Allegheny ) ss.  
COUNTY OF                      )

On this 21<sup>st</sup> day of December, 2001 before me appeared J.A. Yokim the person who signed this instrument, who acknowledged that (s)he is the VP-Finance & Treasurer of ELGIN, JOLIET AND EASTERN RAILWAY COMPANY, UNION RAILROAD COMPANY, THE LAKE TERMINAL RAILROAD COMPANY, BIRMINGHAM SOUTHERN RAILROAD COMPANY AND MCKEESPORT CONNECTING RAILROAD COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Patricia L. Kirk  
Notary Public

My commission expires:

July 13, 2004

Notarial Seal  
Patricia L. Kirk, Notary Public  
Monroeville Boro, Allegheny County  
My Commission Expires July 13, 2004

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL, INC.  
SCHEDULE OF EQUIPMENT

LESSEE: ELGIN, JOLIET AND EASTERN RAILWAY COMPANY, UNION RAILROAD COMPANY,  
THE LAKE TERMINAL RAILROAD COMPANY, BIRMINGHAM SOUTHERN RAILROAD COMPANY  
AND MCKEESPORT CONNECTING RAILROAD COMPANY

EQUIPMENT SCHEDULE NO. 4  
EXHIBIT NO. 1

Term in Months	No. of Units	Year Built	Car / Road Number	General Description	Current FMV Per Unit
84	1	1980	EJE 4131	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4132	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4133	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4134	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4135	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4136	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4137	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4138	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4139	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4140	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4141	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4142	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4143	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4144	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4145	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4146	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4147	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4148	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4149	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4150	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4151	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4152	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4153	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4154	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4155	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4156	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4157	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4158	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4159	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4160	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4161	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4162	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4163	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4164	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4165	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4166	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4167	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4168	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4169	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4170	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4171	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4172	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4173	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4174	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4175	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4176	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4177	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4178	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4179	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4180	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL, INC.  
SCHEDULE OF EQUIPMENT

LESSEE: ELGIN, JOLIET AND EASTERN RAILWAY COMPANY, UNION RAILROAD COMPANY,  
THE LAKE TERMINAL RAILROAD COMPANY, BIRMINGHAM SOUTHERN RAILROAD COMPANY  
AND MCKEESPORT CONNECTING RAILROAD COMPANY

EQUIPMENT SCHEDULE NO. 4  
EXHIBIT NO. 1

Term in Months	No. of Units	Year Built	Car / Road Number	General Description	Current FMV Per Unit
84	1	1980	EJE 4181	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4182	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4183	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4184	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4185	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4186	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4187	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4188	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4189	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4190	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4191	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4192	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4193	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4194	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4195	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4196	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4197	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4198	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1980	EJE 4199	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4350	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4351	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4352	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4353	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4354	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4355	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4357	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4358	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4359	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4360	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4361	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4362	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4363	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4364	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4365	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4366	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4367	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
84	1	1974	EJE 4368	Mill Gondola, 52 Feet, 100 Tons, Coil Troughs, E351, GBS	
87				Total for Rail Cars	

*Jay*